

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

CLEARWATER FLYING SERVICE, INCORPORATED

was filed in the office of the Secretary of State on *May 23*, 19 *77*

and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *perpetual existence* from the date hereof, with its registered office in this State located at *Orofino, Idaho* in the county of *Clearwater*

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.

Done at Boise City, The Capital of Idaho, this *23rd* day of *May*, A.D., 19 *77*.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of full age, citizens of the United States of America, and residents thereof, do hereby voluntarily associate ourselves for the purpose of forming a corporation, in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, do hereby adopt Articles of Incorporation as follows:

ARTICLE I.

NAME

The name of the corporation shall be CLEARWATER FLYING SERVICE, INCORPORATED.

ARTICLE II.

LOCATION AND POST OFFICE ADDRESS

The principal office for the transaction of business of this corporation is to be located in the City of Orofino, Clearwater County, Idaho. The post office address is Box 541, Orofino, Idaho 83544.

ARTICLE III.

DURATION

The term of existence of this corporation shall be perpetual from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV.

PURPOSES

The purposes for which this corporation is formed are and shall be:

To engage in the following business activities dealing with private individuals, partnerships, businesses, corporations, or government entities, and, further, to deal generally in airplanes, flying machines, helicopters, and aircraft of any and all types whatsoever, of every name and nature, whether domestic or foreign make; to deal in parts and supplies for said machines; to carry for hire passengers or freight in said machines; to carry for hire passengers or freight in said machines, on special trips; to maintain a service station for the repair, overhauling, and testing of said machines, and to maintain supply depots for airplane and flying machine service generally. Also, to manufacture and to buy and sell any and all machinery, supplies, and equipment necessary or incidental to carrying on the general business of buying, selling, repairing, testing, and flying airplanes and flying machines of every description, and to do any and all things necessary and incidental to the carrying on of said business, including the right to own, buy, lease, or otherwise acquire such real estate as may be necessary for carrying out the purposes for which this corporation is organized.

Further, to operate what is commonly known as a "fixed base operation" furnishing the following flying services to the above, to wit:

- (a) Charter Flying
- (b) Aircraft Maintenance
- (c) Aircraft Fuel and Oils
- (d) Student Training in Flying and Related Fields
- (e) Aircraft Sales(franchized, owned, or consigned)
- (f) Aircraft Rental to Qualified Pilots
- (g) Supplying Parts and Components Related to Aircraft

- (h) Provide Air Ambulance Service
- (i) Agricultural Air Application of Pesticides, Herbicides, Fertilizers, and/or Other Chemicals
- (j) Supply Flying for Fire Patrol, Police Protection, Photo Missions
- (k) Rent or Own Hangar Space
- (l) Operate a Restaurant and/or Bar in Conjunction with the Flying Business
- (m) Lease or Own the Equipment Necessary to Provide the Services Above-Mentioned
- (n) Any Other Flying Service Not Mentioned Above but Saleable to the Public

ARTICLE V.

POWER

This corporation shall have the power and authority and capacity as follows:

- A. It shall have the capacity to act possessed by natural persons, but it shall have authority to perform only such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law;
- B. Without limiting or enlarging the grant of authority contained in Subdivision 1, Section 30114, Idaho Code, it is hereby provided that such corporation shall have authority;
 - 1. To have succession by its corporate name for the time stated in these Articles of Incorporation, and when no period is limited, perpetually.
 - 2. To sue and be sued, appear, complain, and defend in any court of law or equity, or before any board, commission or tribunal.

3. To have and use a corporate seal which may be altered at pleasure.
4. To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities, and debentures and other evidences of indebtedness of other corporations, domestic or foreign.
5. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.
6. To make bylaws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding Twenty Dollars (\$20.00) for any one offense.
7. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.
8. To enter into contracts or obligations of any type or kind essential, necessary, or proper to the transaction of its ordinary affairs,

or for the purposes of the corporation.

9. To conduct business in this State and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this State, provided such powers are included within the objects set forth in its Articles of Incorporation.
10. To do all acts as are necessary and expedient to accomplish its stated purposes.

ARTICLE VI.

AMOUNT OF CAPITAL STOCK

The total authorized number of shares of stock is 100,000. Each share shall have a par value of \$1.00. The aggregate par value of the total authorized stock is \$100,000.00. Each share shall be common stock, there shall be no preferred stock and each share shall have one (1) vote.

ARTICLE VII.

VOTING RIGHTS

PROXY VOTING - In all elections for directors or managers of this corporation, every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him, and such directors or managers shall not be elected in any other manner.

ARTICLE VIII.

NAME AND ADDRESS OF INCORPORATORS

The name and post office address of each of the incorporators

and the number of shares of stock subscribed to by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
NICHOLAS S. CHENOWETH	P.O.Box 541, Orofino, ID 83544	1
VICTOR E. WALTERS	P.O.Box 541, Orofino, ID 83544	1
MELVIN E. SPELDE	P.O.Box 541, Orofino, ID 83544	1

ARTICLE IX.

PREEMPTIVE RIGHTS

The holders of shares of stock of this corporation shall upon the sale by authorization of the corporation for cash or shares of the same class have the right during a reasonable time to be fixed by the Board of Directors to purchase the shares in proportion to the respective holdings of shares at such price as may be fixed therefore by the Board of Directors but at not less than par for par value shares.

ARTICLE X.

DIRECTORS

This corporation shall have three (3) directors who shall at all times be citizens of the United States of America; the names and addresses of the said directors who shall manage the business of the corporation until the first shareholders' meeting are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
NICHOLAS S. CHENOWETH	P.O.Box 541, Orofino, ID 83544	1
VICTOR E. WALTERS	P.O.Box 541, Orofino, ID 83544	1
MELVIN E. SPELDE	P.O.Box 541, Orofino, ID 83544	1

ARTICLE XI.

UNISSUED STOCK

Any unissued shares herein authorized or hereafter increased or created, may be issued from time to time by the corporation for any purpose by the Board of Directors by the corporation in such manner, amounts, and proportions, and for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

ARTICLE XII.

RESTRICTIONS ON TRANSFER OF STOCK

The stockholders of the corporation shall have the power to include in the bylaws, adopted by a majority of stockholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its stockholders. Or, in the event of death of any of its stockholders, the manner and form as well as the relevant terms, conditions, and details thereof, shall be determined by the stockholders of the corporation, provided however, that such regulatory or restrictive provisions shall not effect the rights of third parties without actual notice thereof, unless the existence of such provision shall be plainly written on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer will be made only after the same shall have been approved at a stockholders' meeting especially called for such purpose. In any proposed sale or transfer of stock by any stockholder, the corporation shall be given the option of first refusal to

purchase such shares at a price that may be fixed therefore by the Board of Directors but at not less than par.

ARTICLE XIII.

PROVISIONS FOR BYLAWS AND AMENDMENT THEREOF

This corporation shall be governed by a duly adopted code of bylaws, which bylaws shall not be inconsistent with the provisions of the laws of the State of Idaho of the Certificate of Incorporation. At any shareholders' meeting, a majority of the outstanding shares of this corporation is required to amend these bylaws.

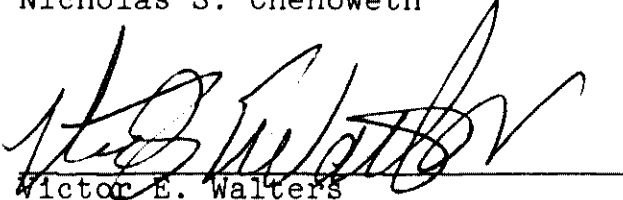
ARTICLE XIV.

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho, made and provided therefor.

IN WITNESS WHEREOF, we the subscribed have executed these Articles of Incorporation this 20th day of May, 1977.


Nicholas S. Chenoweth

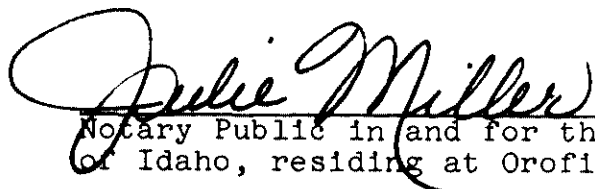

Victor E. Walters


Melvin E. Spelde

STATE OF IDAHO)
)ss.
County of Clearwater)

On this 20th day of May, 1977, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Nicholas S. Chenoweth, Victor E. Walters, and Melvin E. Spelde, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public in and for the State
of Idaho, residing at Orofino, therein.